

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BARRON PARTNERS, LP,

Plaintiff,

Docket No.: 07-CV-11135 (JSR)

-against-

**AFFIDAVIT OF**  
**KENT B. CONNALLY**

LAB123, INC., HENRY A. WARNER, FRED  
FITZSIMMONS, KENT B. CONNALLY, KURT  
KATZ, ROBERT TRUMPY, JEREMY J. WARNER,  
DAVID FLEISNER, BIOSAFE LABORATORIES,  
INC. and BIOSAFE MEDICAL TECHNOLOGIES,  
INC.,

**Defendants.**

COUNTY OF \_\_\_\_\_ )  
SS.: )  
STATE OF COLORADO )

KENT B. CONNALLY, being duly sworn, deposes and says:

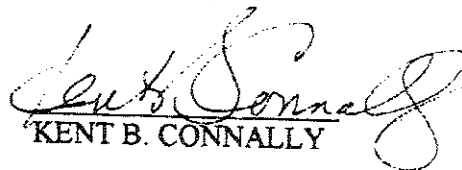
1. I am a Defendant individually named herein. I am a resident of the state of Colorado and have never resided or been domiciled in either the state of New York or State of Illinois.
2. I have never served as a director or officer of Defendant, BIOSAFE MEDICAL TECHNOLOGIES, INC. ("BMT"). In addition, I have never been employed in any capacity by BMT.
3. I have never served as a director or officer of Defendant, BIOSAFE LABORATORIES, INC. ("B-LABS"). In addition, I have never been employed in any capacity by B-LABS, nor have ever been an investor in B-LABS.

4. In or about 1995, I became a minority shareholder of BMT and have since retained my equity interest in BMT.

5. In or about the fall of 2006, I was contacted by Defendant, HENRY A. WARNER ("WARNER") who asked me to become a director of Defendant, LAB123, INC. ("LAB123"). I recall WARNER telling me that LAB123 had received an infusion of capital from an outside investor, but I do not recall any further details about the investment, the identity of the investor or reviewing any documentation relating to the investment.

6. I was elected to the board of LAB123 at its meeting of the board held on September 29, 2006. I do not recall any discussion at this board meeting about the outside investor (later learned by me to be Plaintiff, BARRON PARTNERS, LP ("BARRON")) or anything relating to BARRON'S equity investment in LAB123.

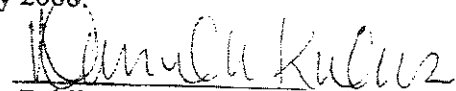
7. I have no personal knowledge relating to the negotiations and other communications between BARRON and LAB123, or any of the allegations of wrongdoing asserted by BARRON in its Complaint herein.

  
KENT B. CONNALLY

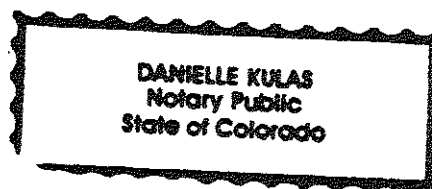
City and County of Denver )  
 ) ss.  
State of Colorado )

Subscribed and sworn to before me this 5<sup>th</sup> day of February 2008.

SEAL

  
Notary Public

ND: 4822-0158-6946, v. 1



Commission Expires  
10/31/2011